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April 27, 2006

Nancy M. Morris, Secretary  
Securities and Exchange Commission  
100 F Street NE  
Washington, DC 20549-1090

Re: File Number 4-511; Comments on Second-Year Experiences with Implementation of Sarbanes-Oxley Internal Control Reporting and Auditing Provisions

Dear Ms. Morris,

QUALCOMM is pleased to have the opportunity to provide feedback related to the implementation of Section 404 of the Sarbanes-Oxley Act ("SOX 404" or "SOX"). We appreciate the SEC's interest in improving the process and hope that this second round of comments will result in additional improvements for all involved parties.

We have always believed that an environment of quality, ethics, and integrity are fundamental to good business. Because of this ethical focus and our existing foundation of strong controls, QUALCOMM was one of the first 10 U.S. companies to certify its financial reports in accordance with the SEC's "Order Requiring the Filing of Sworn Statements Pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934". We are one of a small number of U.S. companies to regularly file our SEC reports (Forms 10-Q, 10-K) simultaneously with our earnings release and well in advance of the accelerated deadline prescribed by the SEC. Additionally, QUALCOMM completed its first SOX 404 certification in accordance with the SEC's original schedule, one year ahead of the timetable for companies with our fiscal year end. We were one of the very first companies to file a SOX 404 compliant annual report on Form 10-K and are currently working on our third fiscal year process. These actions exemplify the importance QUALCOMM management places on quality financial reporting, thorough transparent disclosures and strong internal controls.

While we believe the intent of the legislation is good, and that it has successfully strengthened the foundations of and restored public faith in the equity marketplace, we also believe that improvements must continue to be made in order to align goals and results and to continue to reduce related costs.

Remarks made by SEC officials in the past twelve months appear to lend credence to some of our opinions and we summarize, in brief, comments made by former SEC Chairman Donaldson and Carol Stacey, Chief Accountant, SEC Division of Corporation Finance. Former Chairman Donaldson, in his testimony before the House Committee on Financial Services on April 21, 2005, noted that SOX was intended to address problems related to financial fraud, failures in corporate governance responsibilities and intentional manipulation of accounting rules. However, in remarks at the January 18, 2006 meeting of the Financial Executives Institute in San Diego, Carol Stacey, stated that as of December 31, 2005, 97% of the adverse opinions on management's assessment of internal controls over financial reporting were due to failures in the application of proper accounting principles (GAAP). The reduction of both financial fraud and manipulation of accounting rules was the original intent of the SOX legislation, however, the identification of errors has been the main result due primarily to the focus on transactional level testing.

We believe the SEC's findings that 97% of the adverse opinions on management's assessment of internal controls over financial reporting were due to failures in the application of GAAP speak to a serious multi-faceted issue that extends beyond SOX 404. We believe a leading cause of these failures is the complexity of GAAP, not necessarily poor controls. Over the past ten years, the FASB has issued increasingly complex accounting guidance which is often difficult for companies to apply, difficult for auditors to evaluate and difficult for the average user of financial statements to understand. Accordingly, we believe that an effort should be made to influence the FASB toward simplification of accounting principles and guidance and that progress toward simplification could contribute significantly to a reduction in the number of adverse opinions on management's assessment of internal controls over financial reporting, as well as, improve investor understanding of financial reports.

Furthermore, existing PCAOB guidelines, as currently interpreted and implemented, have resulted in the vast majority of a company's SOX resources being spent on transactional level testing and the identification of errors, as opposed to the identification and prevention of the kinds of financial fraud and manipulations of accounting rules that led to the need for current regulations.

At QUALCOMM, we spent approximately 40,000 hours in transactional level testing in Year 2 and approximately 60,000 hours in Year 1. As a result of efficiencies realized in Year 2 and assuming additional efficiencies in future years, the current guidelines will require us to spend approximately 20,000-30,000 hours per year performing transactional level testing. Essentially, QUALCOMM will be re-testing the same controls year over year, even though two years of successful SOX testing has proven that our controls are working.

Accordingly, we propose the following recommendations for improving SOX 404 testing and reducing the associated costs. First, management's assessment and testing should focus on corporate culture, entity-level controls and management's "tone at the top." Second, transactional testing efforts should be focused on the higher risk areas within a company's specific business environment, as well as, high risk areas identified in its industry. Third, we believe management should be allowed to rotate transactional testing where there is a proven

strong control environment. A top-down, risk-based approach to a company's SOX 404 assessment will streamline the effort required by companies, while at the same time improving financial reporting, increasing transparency and reducing financial fraud. Finally, we believe all companies should comply with one SOX 404 requirement versus allowing for an arbitrary large company and small company distinction.

We appreciate the opportunity to provide feedback related to the implementation of SOX 404 and we look forward to continued efforts to improve the process. We would be pleased to discuss any questions you may have regarding our recommendations and comments.

Sincerely,

A handwritten signature in black ink, appearing to read "William E. Keitel". The signature is fluid and cursive, with a large initial "W" and "K".

William E. Keitel  
Executive Vice President and Chief Financial Officer  
QUALCOMM Incorporated